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GEORGE W. BILICIC, JR.
RICHARD HALL

19893-A

(212) 474-1042

February 27, 1996

Recordation No. 19893-A

Dear Sir:

In accordance with 49 U.S.C. § 11301, I submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is an Amendment Memorandum of Chattel Mortgage and Security Agreement, a "secondary document", dated as of January 29, 1996.

This primary document to which this is related is the Memorandum of Chattel Mortgage and Security Agreement, dated as of December 29, 1995, recorded with the Board on January 18, 1996, and assigned recordation number 19893.

The names and addresses of the parties to the document are as follows:

MORTGAGOR: Taurus Lease Co., Ltd.
In care of Sanwa Business Credit Co., Ltd.
6-1, Nishi-shinjuku 1-chome
Shinjuku-ku
Tokyo, Japan

MORTGAGEE: The Sanwa Bank Limited,
Atlanta Agency
133 Peachtree Street, N.E.
Atlanta, Georgia 30303

*Counterparts -
will be filed for recording*

AMENDMENT MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of January 29, 1996, between TAURUS LEASE CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE SANWA BANK LIMITED, ATLANTA AGENCY (hereinafter called the **Security Agent**).

WHEREAS the Borrower and the Security Agent have entered into a Memorandum of Chattel Mortgage and Security Agreement dated as of December 29, 1995, in respect of that certain Chattel Mortgage and Security Agreement dated as of December 29, 1995, and supplements thereto, covering twenty-six General Electric model DASH 9-40CW diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8889 through 8914.

WHEREAS the said Memorandum of Chattel Mortgage and Security Agreement has been filed and recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on January 18, 1996, and assigned recordation number 19893;

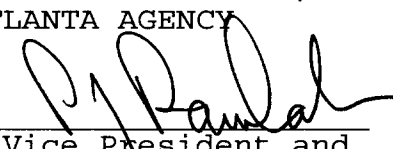
WHEREAS only thirteen locomotives, bearing the road numbers of Norfolk Southern Railway Company 8889 through 8901 have been delivered and accepted under the said Chattel Mortgage and Security Agreement and supplements thereto.

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the release and termination of the said Chattel Mortgage and Security Agreement and supplements thereto with respect to the remaining thirteen locomotives bearing the road numbers of Norfolk Southern Railway Company 8902 through 8914, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

TAURUS LEASE CO., LTD.

by 
Title: Attorney-in-fact

THE SANWA BANK LIMITED,
ATLANTA AGENCY

by 
Title: Vice President and
Senior Manager

STATE OF GEORGIA)
) SS.:
COUNTY OF FULTON)

On this 23rd day of February, 1996, before me personally appeared Shinji Osumi, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for TAURUS LEASE CO., LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires

Notary Public, Fulton County, Georgia
My Commission Expires July 18, 1999.

STATE OF GEORGIA)
) SS.:
COUNTY OF FULTON)

On this 23rd day of February, 1996, before me personally appeared Peter J. Pawlak, to me personally known, who, by me being duly sworn, says that he is Vice President and Senior Manager of THE SANWA BANK LIMITED, ATLANTA AGENCY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

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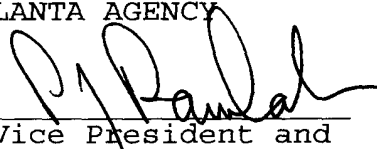
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